

TRINITY INDUSTRIES LEASING COMPANY

2705 State Street

Chicago Heights, Illinois 60411

RECORDATION NO. 11400 Z
FILED 1425

RECORDATION NO. 11400 AA
FILED 1425

JUN 29 1992 -2 30 PM

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INTERSTATE COMMERCE COMMISSION

INTERSTATE COMMERCE COMMISSION

June 29, 1992

Secretary

Interstate Commerce Commission

Twelfth Street and Constitution Avenue

Washington, D.C. 20423

Attention: Mrs. Mildred Lee, Room 2303

RECORDATION NO. 11400 Y
FILED 1425

JUN 29 1992 -2 30 PM

INTERSTATE COMMERCE COMMISSION

Re: Documents for Recordation

Dear Mrs. Lee:

In accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Interstate Commerce Commission (the "ICC") thereunder, enclosed herewith for filing and recordation are (a) three (3) executed originals of an Assignment dated as of June 26, 1992 (to the Equipment Trust Agreement dated as of January 15, 1980 (the "Trust Agreement") between Trinity Industries Leasing Company (the "Company") and Bankers Trust Company (as successor trustee to Deposit Insurance Bridge Bank, N.A., assignee of the Federal Deposit Insurance Corporation, as receiver for MBank Dallas, N.A., formerly named Mercantile National Bank at Dallas), as successor Trustee (the "Trustee")) between the Company and the Trustee, (the "Assignment"), a primary document as defined in the foregoing Rules and Regulations, (b) three (3) executed originals of a Fourth Supplement to Equipment Trust Agreement dated as of June 26, 1992 between the Company and the Trustee supplementing the Trust Agreement (the "Fourth Supplement"), a secondary document as defined in the foregoing Rules and Regulations and (c) three (3) executed originals of a Bill of Sale dated as of June 26, 1992 under the Trust Agreement between the Company and the Trustee (the "Bill of Sale"), a secondary document as defined in the foregoing Rules and Regulations.

The enclosed Assignment, Fourth Supplement and Bill of Sale relate to the Trust Agreement, which was filed and recorded under Recordation Number 11400 on January 22, 1980, and subsequently supplemented by assignments, bills of sale and supplements under Recordation Numbers 11400-A through 11400-X.

Mrs. Mildred Lee
Interstate Commerce Commission
June 29, 1992
Page 2

The addresses of the parties to the enclosed document are:

Company: Trinity Industries Leasing Company
22505 State Street
Chicago Heights, Illinois 60411
Attention: Treasurer

Trustee: Bankers Trust Company
123 Washington Street, 1st Floor
New York, New York 10006

A description of the railroad equipment covered by each of the Assignment, the Fourth Supplement and the Bill of Sale is set forth in Exhibit A hereto. The foregoing railroad equipment consists solely of rail cars intended for use relating to interstate commerce.

Also enclosed is a check in the amount of \$45.00 to cover the required recordation fees.

You are hereby authorized to deliver stamped copies of the Assignment, Fourth Supplement and Bill of Sale not needed for your files to the representative of Alvord and Alvord who is delivering this letter and said enclosures to you.

A short summary of the documents to appear in the Commission's Index follows:

Primary Document.

Assignment dated as of June 26, 1992, between Trinity Industries Leasing Company and Bankers Trust Company, as successor Trustee, covering various railroad cars.

Secondary Documents.

Fourth Supplement to Equipment Trust Agreement dated as of June 26, 1992 between Trinity Industries Leasing Company and Bankers Trust Company, as successor Trustee (relating to the Equipment Trust Agreement dated as of January 15, 1980, between Trinity Industries Leasing Company and Bankers Trust Company, successor Trustee to Deposit Insurance Bridge Bank, N.A., Assignee of the Federal Deposit Insurance Corporation, as

Mrs. Mildred Lee
Interstate Commerce Commission
~~June 29~~, 1992
Page 3

Receiver for MBank Dallas, N.A. (formerly named
Mercantile National Bank at Dallas), as Trustee)
covering various railroad cars.

Bill of Sale dated as of June 26, 1992, between
Trinity Industries Leasing Company and Bankers
Trust Company, as successor Trustee, covering
various railroad cars.

TRINITY INDUSTRIES LEASING COMPANY

By: Neil O. Shoop
Neil O. Shoop
Treasurer

11400-7
JUN 29 1992 2 00 PM
INTERSTATE COMMERCE COMMISSION

FOURTH SUPPLEMENT
TO EQUIPMENT TRUST AGREEMENT

(TRINITY INDUSTRIES LEASING COMPANY EQUIPMENT TRUST SERIES 1)

Dated as of June 26, 1992

Between

BANKERS TRUST COMPANY, SUCCESSOR TRUSTEE

AND

TRINITY INDUSTRIES LEASING COMPANY

FOURTH SUPPLEMENT TO EQUIPMENT TRUST AGREEMENT dated as of June 26, 1992 (herein called this "Fourth Supplement") between TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation (hereinafter called the "Company") and BANKERS TRUST COMPANY, a New York banking corporation (in its capacity as successor trustee under the Trust Agreement, hereinafter called the "Trustee").

PRELIMINARY STATEMENT

A. The Company and Mercantile National Bank at Dallas, a national banking association, subsequently named MBank Dallas, National Association ("MBank"), as original Trustee, entered into the Equipment Trust Agreement dated as of January 15, 1980 (as supplemented or amended to the date hereof, hereinafter called the "Trust Agreement").

B. All of the corporate trust business of MBank was assigned to the Deposit Insurance Bridge Bank, National Association (herein called "DIBB") by the Federal Deposit Insurance Corporation, as receiver for MBank, and pursuant to an Instrument of Resignation, Appointment and Acceptance dated as of April 17, 1989 among the Company, DIBB and Bankers Trust Company, DIBB resigned as original Trustee and Bankers Trust Company was appointed as successor Trustee.

C. The Trust Agreement was supplemented by a First Supplement to Equipment Trust Agreement dated as of November 20, 1989 between the Company and the Trustee (the "First Supplement").

D. The Trust Agreement was supplemented by a Second Supplement to Equipment Trust Agreement dated as of March 1, 1991 between the Company and the Trustee (the "Second Supplement").

E. The Trust Agreement was supplemented by a Third Supplement to Equipment Trust Agreement dated as of March 25, 1992 between the Company and the Trustee (the "Third Supplement").

F. The Trust Agreement was filed with the Interstate Commerce Commission (the "ICC") on January 22, 1980, under Recordation No. 11400.

G. The First Supplement was recorded with the ICC on November 29, 1989 under Recordation No. 11400-M.

H. The Second Supplement was recorded with the ICC on March 15, 1991 under Recordation No. 11400-R.

I. The Third Supplement was recorded with the ICC on March 30, 1992 under Recordation No. 11400-V.

J. Pursuant to the terms of a Purchase Agreement dated as of January 15, 1980 (hereinafter called the "Purchase

Agreement"), among the Company and Trinity Industries, Inc., a Delaware corporation, and each of the institutional investors named in Schedule A thereto (such investors herein collectively called the "Purchasers"), the Purchasers have each purchased Equipment Trust Certificates issued or to be issued under the Trust Agreement.

K. Pursuant to Section 5.06 of the Trust Agreement, the Company has requested that the Trustee transfer and assign certain units of Trust Equipment (the "Released Equipment") and the termination and release of the Trustee's rights in and to the Released Equipment and certain railroad car lease agreements, insofar as such lease agreements cover the Released Equipment.

L. The parties desire to supplement and amend the Trust Agreement as provided herein.

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements herein contained, the parties hereto agree as follows:

1. The Trust Agreement is hereby amended by adding to Exhibit A to the Trust Agreement the descriptions of rail cars contained in Exhibit A hereto and by adding to Exhibit B to the Trust Agreement the descriptions of Existing Leases contained in Exhibit B hereto; and such rail cars shall be included in the trust created under the Trust Agreement and be subject to all of the terms and provisions thereof.

2. The Trust Agreement, as hereby amended, remains in full force and effect mutatis mutandis.

3. The Trust Agreement, as hereby amended, is in all respects ratified and confirmed, and all rights and powers created or granted thereby or thereunder shall be and remain in full force and effect.

4. Terms used in this Fourth Supplement shall have the respective meanings ascribed to them in the Trust Agreement.

5. The terms "Trust Agreement", "Agreement" or "Equipment Trust Agreement" as used in the Trust Agreement and all Exhibits thereto shall be construed to mean the Trust Agreement as amended by this Fourth Supplement.

6. This Fourth Supplement may be executed in several counterparts each of which shall be deemed an original, and all such counterparts shall together constitute but one and the same instrument. This Fourth Supplement may be signed by each party hereto upon a separate copy in which event all of said copies shall constitute a single counterpart of this Fourth Supplement. It shall not be necessary in making proof of this Fourth Supplement to produce or account for more than one such counterpart.

7. This Supplement shall in all respects be governed by, and construed and enforced in accordance with, the laws of the State of New York (including the conflicts of laws rules), including all matters of construction, validity and performance.

8. The recitals herein are those of the Company and not the Trustee.

IN WITNESS WHEREOF, the parties have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed effective as of the date first written above.

[Corporate Seal]

TRINITY INDUSTRIES LEASING
COMPANY

ATTEST:

Neil O. Shoop
Neil O. Shoop
Assistant Secretary

By K.W. Lewis
K.W. Lewis
Senior Vice President

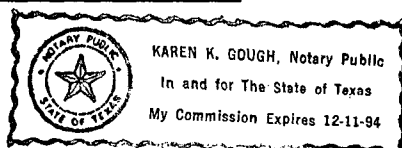
STATE OF TEXAS §
 §
COUNTY OF DALLAS §

On this 26th day of June, 1992 before me personally appeared K.W. Lewis, to me personally known, who being by me duly sworn, says that he is the Senior Vice President of TRINITY INDUSTRIES LEASING COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Karen K. Gough
Notary Public

My Commission Expires:

[SEAL]



[Corporate Seal]

BANKERS TRUST COMPANY,
Successor Trustee

ATTEST:

Wanda Comacko
Assistant Secretary

By Carl H. Nasib
Name: CARL H. NASIB
Title: VICE PRESIDENT

STATE OF NEW YORK §
§
COUNTY OF NEW YORK §

On this 26th day of June, 1992 before me personally appeared Carl H. Nasib, to me personally known, who being by me duly sworn, says that he/she is the Vice President of BANKERS TRUST COMPANY that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Maria A. Johnson
Notary Public

My Commission Expires:

[SEAL]

MARIA A. JOHNSON
NOTARY PUBLIC, State of New York
No. 4851727
Qualified in Nassau County
Certificate Filed in New York County
Commission Expires February 3, 1994

EXHIBIT A
DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Nos.</u>
55 Hopper Cars LO		4,750 Cu. Ft.	TILX 511462,511464 511465,511467 511470,511472 511473,511474 511479 511481-511484 511486,511491 511493,511494 511498,511501 511511,511513 511523,511525 511532,511543 511638,511656 511675,511678 511679 511684-511708
49 Tank Cars	111A100W1	23,600 Gal.	TILX 260050-260065 260067-260099
1 Hopper Car	LO	4,750 Cu. Ft.	TILX 511499
36 Hopper Cars LO		4,750 Cu. Ft.	TILX 1899 511459,511461 511463,511469 511471,511485 511487,511490 511495,511500 511502,511504 511506,511507 511512,511514 511515,511522 511535,511560 511562,511568 511573,511587 511591,511608 511614,511616 511629,511646 511654,511657 511661,511674 511682
8 Tank Cars	112J340W	34,090 Gal.	TILX 300347,300351 300362,300364 300387,300388 300392,300397

30 Tank Cars	112J340W	34,000 Gal.	TILX	300346,300348 300352,300354 300355 300357-300361 300365-300368 300371 300373-300375 300378 300380-300382 300384 300389-300391 300393,300395 300399,300400
10 Hopper Cars	LO	5,850 Cu. Ft.	TILX	58002-58011
25 Tank Cars	112J340W	34,000 Gal.	TILX	300300 300302-300305 300311,300314 300316,300321 300322,300325 300326,300328 300329,300333 300335-300344
20 Tank Cars	112J340W	34,000 Gal.	TILX	300301 300306-300310 300312,300313 300315 300317-300320 300323,300324 300327 300330-300332 300334
7 Hopper Cars	LO	4,750 Cu. Ft.	TILX	511475,511476 511521,511539 511544,511572 511574

EXHIBIT B

Description of Existing Leases

1. Railroad Car Net Lease Agreement, dated April 13, 1983, between Trinity Industries Leasing Company and A.E. Staley Manufacturing Company covering the following described railroad cars (Rider 10 & Partial Rider 9):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
55	4,750 Cu. Ft. LO Covered Hopper Cars	TILX 511462,511464 511465,511467 511470,511472 511473,511474 511479 511481-511484 511486,511491 511493,511494 511498,511501 511511,511513 511523,511525 511532,511543 511638,511656 511675,511678 511679 511684-511708

2. Railroad Car Lease Agreement, dated July 16, 1979, between Trinity Industries Leasing Company and Oxirane Chemical Company (Name changed to ARCO Chemical) covering the following described railroad cars (Rider 2 & 3):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
49	111A100W1 23,600 Gal. Tank Cars	TILX 260050-260065 260067-260099

3. Railroad Car Lease Agreement, dated August 14, 1985, between Trinity Industries Leasing Company and Bartlett and Company, Grain covering the following described railroad cars (Partial Rider 3):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	4,750 Cu.Ft. LO Covered Hopper Car	TILX 511499

4. Railroad Car Lease Agreement, dated August 4, 1989, between Trinity Industries Leasing Company and Conoco Inc. covering the following described railroad cars (Partial Riders 1, 2 & 7):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
36	4,750 Cu. Ft. LO Covered Hopper Cars	TILX 1899 511459,511461 511463,511469 511471,511485 511487,511490 511495,511500 511502,511504 511506,511507 511512,511514 511515,511522 511535,511560 511562,511568 511573,511587 511591,511608 511614,511616 511629,511646 511654,511657 511661,511674 511682

5. Railroad Car Lease Agreement, dated September 28, 1979, between Trinity Industries Leasing Company and Conoco, Inc. (assigned to E.I. DuPont de Nemours & Co., Inc.) covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
8	112J340W 34,090 Gal. Tank Cars	TILX 300347,300351 300362,300364 300387,300388 300392,300397

6. Railroad Car Lease Agreement, dated February 15, 1980, between Trinity Industries Leasing Company and Ashland Petroleum Company, a Division of Ashland Oil, Inc.) covering the following described railroad cars (Partial Rider 11 & Riders 12 & 13):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
30	112J340W 34,000 Gal. Tank Cars	TILX 300346,300348 300352,300354 300355 300357-300361 300365-300368 300371 300373-300375 300378 300380-300382 300384 300389-300391 300393,300395 300399,300400

7. Railroad Car Lease Agreement, dated July 16, 1980, between Trinity Industries Leasing Company and Cosden Oil & Chemical Company (merged into American Petrofina Company of Texas which changed its name to Fina Oil and Chemical Company) covering the following described railroad cards (Rider 4):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
10	5,850 Cu. Ft. LO Covered Hopper Cars	TILX 58002-58011

8. Railroad Car Lease Agreement, dated March 28, 1989, between Trinity Industries Leasing Company and Petrowest Petroleum, Ltd. covering the following described railroad cars (Riders 1 & 3):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
25	112J340W 34,000 Gal. Tank Cars	TILX 300300 300302-300305 300311,300314 300316,300321 300322,300325 300326,300328 300329,300333 300335-300344

9. Railroad Car Lease Agreement, dated February 15, 1989, between Trinity Industries Leasing Company and Shell Canada Limited covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
20	112J340W 34,000 Gal. Tank Cars	TILX 300301 300306-300310 300312,300313 300315 300317-300320 300323,300324 300327 300330-300332 300334

10. Railroad Car Lease Agreement, dated July 23, 1991, between Trinity Industries Leasing Company and Sunrise Cooperative, Inc. covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
7	4,750 Cu. Ft. LO Covered Hopper Cars	TILX 511475,511476 511521,511539 511544,511572 511574